35856

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

Expires: April 30,2008 Estimated average burden NOTICE OF SALE OF SECURITIES hours per response. 16.00 PURSUANT TO REGULATION D, SEC USE ONLY Profix **SECTION 4(6), AND/OR** DATE RECEIVED UNIFORM LIMITED OFFERING EXEMPTION Name of Offering (___ check if this is an amendment and name has changed, and indicate change.) Flexible Premium Variable Universal Group Life Insurance Policy-PPL1390 Filing Under (Check b ox(es) that apply): Rule 504 Rule 505 **Rule** 506 Section 4(6) Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Nationwide Private Placement Variable Account Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) One Nationwide Plaza, Columbus, OH 43215 (614) 249-7111 Address of Principal Business Operations (Number and Street, City, State, Zip Telephone Number (Including Area Code) Code) (if different from Executive Offices) Brief Description of Business Variable Insurance Products Type of Business Organization corporation limited partnership, already formed other (please specify)

GENERAL INSTRUCTIONS:

business trust

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

Month

[05]

Year

CN for Canada; FN for other foreign jurisdiction) [O] [H]

Insurance Company Separate Account

Actual

Estimated

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

limited partnership, to be formed

Year Actual or Estimated Date of Incorporation or Organization

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.



OMB APPROVAL

3235-0076

Serial

OMB Number:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Alutto, Joseph A.				
Business or Residence Address (Number an One Nationwide Plaza, Columbus, OH 432		Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Brocksmith, Jr. James G.			-	
Business or Residence Address (Number an One Nationwide Plaza, Columbus, OH 432		Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Eckel, Keith W.				
Business or Residence Address (Number an One Nationwide Plaza, Columbus, OH 432		Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Mille de Lombera, Martha J.				
Business or Residence Address (Number ar One Nationwide Plaza, Columbus, OH 432		Code)		

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	-
Full Name (Last name first, if individual) Jurgensen, W.G.	=
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215	-
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	-
Full Name (Last name first, if individual) Marshall, Lydia M.	-
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215	-
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	-
Full Name (Last name first, if individual) McWhorter, Donald L.	-
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215	-
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)	-
B. INFORMATION ABOUT OFFERING	7
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No	
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? \$100,000	
3. Does the offering permit joint ownership of a single unit?	
4. Enter the information requested for each person who has been or will be paid or given, directly or	
indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker	
or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If	
more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	
Full Name (Last name first, if individual)	
Dayton, Kenneth Business or Residence Address (Number and Street, City, State, Zip Code)	
300 International Parkway, Suite 270, Heathrow FL 32746 Name of Associated Broker or Dealer	
Newport Group States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	
AL AK AZ AR CA CO CT DE DC FL GA HI	D
IN IA KS KY LA ME MD MA MI MN MS	мо
MT NE NV NH NJ NM NY NC ND OH OK OR I	PA

Full Name (Last name first, if individual) Gelb, Jordan														
Business or Residence Address (Number and Street, City, State, Zip Code) 400 Skokie Blvd., Northbrook IL 60062														
Name of Associated Broker or Dealer														
Merrill Lynch States in Which Person Listed Has Solicited or Intends to Solicit Purchasers														
(Check "All States" or check individual States)														
AL AK	AZ	AR	CA	СО	СТ	DE	DC	FL	GA	НІ	ID			
IN X	IA	KS	KY	LA	МЕ	MD	MA	Mi	MN	MS	МО			
MT NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA			
RI SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR			
Full Name (Last nam	e first, if inc	dividual)									<u></u>			
Business or Residence	e Address (Number an	d Street, C	City, State,	Zip Code)		<u>-</u>							
Name of Associated	Broker or D	caler												
States in Which Perso (Check "All								,	• • • • • • • • • • • • • • • • • • • •	All Sta	ites			
AL AK	AZ	AR	CA	СО	CT	DE	DC	FL	GA	НІ	ID			
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RI SC	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR			

(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF I	ROCEEDS	
l .	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter .0. if the answer is .none. or .zero If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Angrecate	Amount Already
	Type of Security Debt	Aggregate Offering Price \$	Sold \$
	Equity	\$	\$
	Common Preferred		
	Convertible Securities (including warrants)	s	\$
	Partnership Interests	\$ \$17,190,011	\$ \$9,550,005
	Policy)	3,7,150,011	\$7,550,005
	Total	\$17,190,011	\$9,550,005
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Accredited Investors	Number Investors	Aggregate Dollar Amount Of Purchases \$9,550,005
	Non-accredited Investors.	•	\$9,550,005
	Total (for filings under Rule 504 only)	1	\$9,550,005
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Question 1.	m ć	
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	Beeding	\$
	Regulation A		\$
	Rule 504 Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not know, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		S
	Printing and Engraving Costs		<u>s</u>
	Legal Fees.		S
	Accounting FeesEngineering Fees	片	\$ S
	Sales Commissions (specify finder's fees separately)	님	\$ \$976,488
	Other Expenses (identify)	H	\$
	Total	Ħ	s
		_	

b. Enter the difference between the aggregate offering price given in

response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$16,213,523
Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes show. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set fort in response to Part C – Question 4.b. above.		
	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<u></u> s	s
Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment	□s	□\$ □\$
Construction or leasing of plant buildings and facilities	□s	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets	s	□s
or securities of another issuer pursuant to a merger)	□s	 \$
Working capital	□s	s
Other (specify):	_	<u></u> \$
	s	□s
Column Totals		□s
Total Payments Listed (column totals added)	s	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Nationwide Private Placement

Variable Account

5.

Name of Signer (Print or Type) April VanDervort Signature Opril Van Dent 3/21/07

Title of Signer (Print or Type)
Associate Vice President

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. ST	TATE SIGNATU	RE									
1.	Is any party described disqualification Yes I	Yes	No 										
	See A	ppendix, Column 5	5, for state response	: .									
2.	The undersigned issu filed a notice on Form					ich this notice is							
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.												
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.												
The issuer has its behalf by the	read this notification a c undersigned duly aut	and knows the cont horized person.	ents to be true and	has duly caused	this notice to be sig	ned on							
Issuer (Print of Nationwide P Variable Acco	rivate Placement	Signature April	Date 3/21/07	ate 121/07									
Name of Sign April VanDer	er (Print or Type) vort	Title of Signer (Print or Type) Associate Vice President											

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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	to not	nded to sell n-accredited tors in State t B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Ту	Type of investor and amount purchased in State (Part C-Item2)							
State	te Yes No		es No		Amount	Number of Non-Accredited Investors	Amount	(Part E- Yes	No			
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